

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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|---|---|--------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <u>et al.</u>, |) | Case No. 01-01139 (KJC) |
| |) | |
| |) | (Jointly Administered) |
| Debtors. |) | |

**FINAL APPLICATION OF BAKER HOSTETLER LLP AS ORDINARY COURSE
PROFESSIONAL TO W.R. GRACE & CO. FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND
NECESSARY OUT-OF-POCKET EXPENSES INCURRED FOR THE PERIOD MAY 20,
2013 THROUGH FEBRUARY 3, 2014**

Pursuant to 11 U.S.C. §§ 330 and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the Retention Order (as defined herein), and the Court's *Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* (the "Administrative Order") [Docket No. 198], Baker Hostetler LLP ("Baker") hereby submits this final fee application (the "Final Application") for (i) final allowance and approval of compensation for actual and necessary professional services rendered by it as an ordinary course professional to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") during the period of May 20, 2013 through February 3, 2014 (the "Compensation Period") in the amount of \$97,188.50, and the reimbursement of out-of-pocket expenses incurred in connection thereto in

the amount of \$2,921.69.¹ In support of this Final Application, Baker respectfully represents as follows:

I. Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

II. Background

2. Baker is a law firm that represents Debtors.

3. On April 2, 2001 (the “Petition Date”), the Debtors filed a voluntary petition for reorganization under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the “Bankruptcy Code”). The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On April 2, 2001, the Debtors filed their *Application of the Debtors for Entry of an Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a), 2016 and 5002 Authorizing the Employment and Retention of the Blackstone Group L.P. as Financial Advisor to The Debtors and Debtors in Possession* [Docket No. 14] (the “Retention Application”).

5. On August 16, 2013 Baker submitted an affidavit in support of Baker being retained as an ordinary course professional.

III. Requested Relief

6. With this Final Application, Baker respectfully requests that the Court approve the final allowance of compensation for professional services rendered, the reimbursement of actual

¹ Baker Hostetler is also requesting final approval of fees and expenses previously awarded to Wallace King in the amount of \$5,401,762.20 and \$1,175,177.88, respectively, to the extent that such approval is necessary.

and necessary expenses recorded by Baker during the Compensation Period, and authorize payment of any unpaid fees and expenses. At all relevant times, Baker has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors.

7. All services for which Baker is requesting compensation were performed for or on behalf of the Debtors and not on behalf of any committee, creditor, or other person.

8. During the Compensation Period, Baker has received no payment and no promises for payment from any source (other than the Debtors) for services rendered or to be rendered in any capacity whatsoever in connection with the Debtors' cases.

WHEREFORE, Baker respectfully requests that the Court enter an order, providing that, for the Compensation Period:

- a) A final allowance be made to Baker in (i) the sum of \$97,188.50 as monthly compensation for reasonable and necessary professional services rendered to the Debtors, and the sum of \$2,921.69 for reimbursement of out-of-pocket expenses incurred in connection thereto.

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|------------------------------|-------------------------|
| Total Monthly Fees | \$ 97,188.50 |
| Total Out-Of-Pocket Expenses | <u>\$ 2,921.69</u> |
| Subtotal | \$100,110.19 |
| Less: Payments Received | <u>\$ 99,989.99</u> |
| Amount Due Baker | <u>\$ 120.20</u> |

- b) Grant such other and further relief as the Court deems just and proper.

Dated: May 12, 2014

Baker Hostetler LLP

By: /s/ Christopher H. Marraro

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